BY-LAWS
OF
THE NATIONAL ASSOCIATION OF COLLEGE BROADCASTERS
(A RHODE ISLAND NON-PROFIT CORPORATION)

Revised 11/24/91

ARTICLE 1

DEFINITIONS

As used in these By-laws, unless the context otherwise requires, the term:

1.1 "Board" means the Board of Directors of the Corporation which is a group of individuals vested with the management of the affairs of the Corporation.

1.2 "By-laws" means the initial By-laws of the Corporation, as amended from time to time which act as rules to regulate or manage the affairs of the corporation.

1.3 "Articles of Incorporation" means the initial certificate of incorporation of the Corporation, as amended, supplemented or restated from time to time.

1.4 "Corporation" means The National Association of College Broadcasters.

1.5 "Directors" means the directors of the Corporation.

1.6 "Incorporator" means the incorporator of the Corporation.

1.7 "Member" means one having membership rights in the Corporation.

1.8 "Non-Profit Law" means the Rhode Island General Laws governing non-profit corporations.

1.9 "Non-Profit" means no part of the Corporation's income or profit is distributable to its members, directors or officers except as permitted by law.

1.10 "Office of the Corporation" means the offices of the Corporation.

1.11 "Executive Director" means the Executive Director and Chief Executive Officer of the Corporation.

1.12 "Associate Director" means the Associate Director of the Corporation.

1.13 "Chairperson" means the chairperson and presiding officer of the Board of Directors of the Corporation.

1.14 Whenever appropriate, the singular form shall be interpreted as plural and vice-versa and the neuter includes the masculine and feminine and the masculine includes the feminine and vice-versa.

1.15 The captions or headings of the paragraphs and articles hereof are for convenience only and shall not control or affect the meaning or construction of the same.

ARTICLE 2

NAME AND PURPOSE

2.1 Name. The name of the corporation shall be The National Association of College Broadcasters.

2.2 Purpose. The National Association of College Broadcasters is a corporation formed to train, educate and foster communications with individuals involved in/with radio and television stations operated by college, university or high school students.

ARTICLE 3

MEMBERS

3.1 Membership. Members of the Corporation shall be college television or radio stations, students and faculty members in the field of communications or journalism and such other individuals as may apply and who are interested in the objects and purposes of the Corporation that have applied for and been accepted for membership by the Board of Directors of the Corporation. Membership is subject to abidance of the provisions of these By-laws.

3.2 Classes of Members. The Board, by a majority vote, may create one or more classes of membership and may prescribe the designations, voting rights (if any), powers, privileges and method of selection of each such class.

3.3 Deprivation or Suspension of Membership. No Member may be deprived of its membership or be suspended as a Member without cause except by the vote of the majority of all Members entitled to vote, but any Member may be deprived of its membership or be suspended as a Member with cause by a majority vote of the Members entitled to vote or of the Board. Cause for termination includes, but is not limited to, nonpayment of dues, non-compliance with conditions of membership or chronic disturbances in the conduct of the Corporation.

3.4 Effect of Death, Resignation or Deprivation of Membership. All of the rights, powers and privileges of any Member of any class shall continue as follows: if the Member is an individual, until her death or resignation, or the deprivation or suspension of membership; if the Member is a college, university or high school, until the Member no longer operates a radio or television station, or the deprivation or suspension of membership.

3.5 Dissemination of By-laws. Each present and new Member shall receive a copy of these By-laws.

ARTICLE 4

MEETINGS OF MEMBERS

4.1 Annual Meeting. A meeting of Members shall be held annually for the election of Directors and the transaction of other business at such hour and on such day in October, November or December as may be determined by the Board and designated in the notice of meeting.

4.2 Place of Meeting. Every meeting of the Members shall be held at the offices of the Corporation or at such other place as shall be specified or fixed in the notice of such meeting or in the waiver of notice thereof.

4.3 Special Meetings. A special meeting of Members may be called at any time by the Board or by the Executive Director, unless otherwise proscribed by statute, and shall be called by the Executive Director on the written demand of Members holding ten percent (10%) of the total number of votes entitled to be cast at such meeting. Such written demand shall state the date and month of such meeting. At any special meeting of Members only such business may be transacted which is related to the purpose or purposes of such meeting set forth in the notice thereof given pursuant to section 4.4 of the By-laws or in any waiver of notice thereof given pursuant to section 4.5 of the By-laws.

4.4 Notice of Meetings. Except as provided in Section 4.3 and 4.5 of the By-laws, whenever Members are required or permitted to take any action at a meeting under the Non-Profit Law, the Articles of Incorporation, or the By-laws, written notice shall be given stating the place, date and hour of the meeting and, unless it is the annual meeting, indicating that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. A copy of the notice of any meeting shall be given, personally or by mail, not less than fourteen (14) nor more than ninety (90) days before the date of the meeting, to each Member entitled to notice of such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid, directed to the Member at its

address as it appears on the record of Members, or, if the Member shall have requested that notices be mailed at some other address, then directed to such other address.

4.5 Waiver of Notice. Notice of meeting need not be given to any Member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute waiver of notice by said Member.

4.6 Quorum of Members: Adjournment. Members entitled to one tenth (1/10) of the total number of votes entitled to be cast at any meeting of Members, present in person or represented by proxy, shall constitute a quorum for the transaction of any business at any such meeting, unless otherwise provided by law or by these By-laws. When a quorum is once present to organize a meeting of Members, it is not broken by the subsequent withdrawal of any Members or their proxies.

4.7 Voting: Proxies. Every Member of record shall be entitled at every meeting of Members to one or two votes based on the type of membership held. The Board of Directors shall decide the voting rights of each class of membership. All individuals holding the same class of membership shall have the same voting rights. At any meeting of Members, a quorum being present, all matters except as otherwise provided by law or by the By-laws shall be decided by a majority of the votes cast at such meeting by the Members present in person or represented by proxy and entitled to bote thereon. In voting on any question on which a vote by ballot is required by law or is demanded by any Member entitled to vote, the voting shall be by ballot. Each ballot shall be signed by the Member voting or by its proxy. On all other questions, the voting may be viva voce. Every Member entitled to vote at a meeting of shareholders or to express consent or dissent without a meeting may authorize another person to act for it by proxy.

4.8 Organization. At every meeting of Members, the Chairperson of the Board of Directors shall preside over the meeting. The Executive Director or his assistant shall act as Secretary of the meeting. In case none of the officers above designated to act as Chairperson and Secretary of the meeting, respectively, shall be present, a Chairperson and a Secretary of the meeting, as the case may be, shall be chosen by a majority of the votes cast at such meeting by the Members present in person or represented by proxy and entitled to vote at the meeting.

4.9 Order of Business. The order of business at all meetings of Members shall be as determined by the Chairperson of the meeting, but the order of business to be followed at any meeting in which a quorum is present may be changed by a majority of the votes cast at such meeting by the Members present in person or represented by proxy and entitled to vote at the meeting.

4.10 Written Consent of Members Without a Meeting. Whenever the Members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken or to be taken, signed by all the Members entitled to vote thereon. Such consent shall have the same effect as a unanimous vote of the Members.

ARTICLE 5

DIRECTORS

5.1 General Powers. Except as otherwise provided in the Articles of Incorporation, the business of the Corporation shall be managed by its Board. The Board may adopt such rules and regulations, not inconsistent with the Articles of Incorporation or the By-laws or applicable laws, as it deems proper for the conduct of its meetings and the management of the Corporation.

5.2 Number: Qualification: Term of Office. The number of Directors constituting the entire Board shall not be less than five (5) and, subject to such minimum, may be increased or decreased from time to time by amendment. The number of Directors shall be fixed initially by the Incorporator/s and may thereafter be changed from time to time by appropriate action of the Members or of the Board. Each Director shall be elected to hold office for a term of one year or until the annual meeting of Members next following her election and until her successor shall have been elected and shall qualify, or until her earlier death, resignation or removal. Directors must be Members or be duly appointed proxies of member stations. The Executive Director shall sit on the Board but shall not have any voting powers.

5.3 Election. Directors shall, except as otherwise required by law or by the Articles of Incorporation, be elected by a plurality of the votes cast at the Corporation's annual meeting of Members by Members entitled to vote in the election. The Board of Directors shall nominate, through a nominating committee, at least one and as many as two people, for each seat on the Board. The membership at large can also make nominations but only by petitions signed by twenty percent (20%) of the members entitled to vote in the election of Directors.

5.4 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason, including the removal of Directors without cause, may be filled by vote of a majority of the Directors then in office, although less than a quorum, at any meeting of the Board or may be elected by a plurality of the votes cast by Members entitled to vote in the election at a special meeting of Members called for that purpose. A Director elected to fill a vacancy shall hold office until the annual meeting of Members next following her election at which the election of Directors is in the regular order of business and until her successor shall have been elected and shall quality, or until her earlier death, resignation or removal.

5.5 Resignations. Any Director may resign at any time by written notice to the Executive Director or the Chairperson of the Board. Such resignation shall take effect at the time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

5.6 Removal of Directors. Any or all of the Directors may be removed for cause by a majority vote of the Members or of the Board, provided there is a quorum of not less than a majority present at the meeting of Directors at which such action is taken, and any or all of the Directors may be removed without cause by vote of the Members.

5.7 Compensation. Each Director shall be entitled to receive from the Corporation such reimbursement for travel to Directors' meetings as the Board may from time to time determine, together with reimbursement for the reasonable expenses incurred by her in the connection with the performance of her duties provided such payment of expenses is made in accordance with an annual financial budget approved by a majority of the Board. Each Director who shall serve as a member of any committee of Directors in consideration of her serving as such shall be entitled to reimbursement for additional expenses incurred by her in the performance of her duties. Nothing in this section contained shall preclude any Director from serving the Corporation or its subsidiaries in any other capacity and receiving proper compensation therefor.

5.8 Place and Time of Meetings of the Board. Meetings of the Board, regular or special, may be held at any place within or without the State of Rhode Island, and may be held via telephone conference call. The times and places for holding meetings of the Board may be fixed from time to time by resolution of the Board or in the notice of the meeting, unless contrary to resolution of the Board. If the meeting is to take place via telephone conference call, the Executive Director will be responsible for coordinating the call. Directors will be called at the telephone number designated by them for that purpose.

5.9 Annual Meetings. On the day when and at the place where the annual meeting of Members for the election of Directors is held, and/or as soon as practicable thereafter, the Board may hold its annual meeting, without notice of such meeting, for the purpose of organization, the election of officers and the transaction of other business. The annual meeting of the Board may be held at any other time and place specified in a notice given as provided in Section 5.11 of the By-laws for special meetings of the Board or in a waiver of notice thereof.

5.10 Regular Meetings. Regular meetings of the Board may be held at such times and places as may be fixed from time to time by the Board. Unless otherwise required by the Board, regular meetings of the Board may be held without notice.

5.11 Special Meetings. Special meetings of the Board shall be held whenever called by the Executive Director or the Chairperson of the Board or by any two or more Directors, and shall be held upon notice. Notice of each special meeting of the Board shall, if mailed, be addressed to each Director at the address designated by her for that purpose or, if none is designated, at her last known address at least seven days before the date on which the meeting is to be held; or such notice shall be sent to each Director at such address by telegraph, Telex, TWX, cable, telephone, wireless or similar means of

communication, or be delivered to her personally, not later than the day before the date on which such meeting is to be held. Every such notice shall state the time and place of the meeting but need not state the purpose of the meeting, except to the extent required by law. If mailed, each notice shall be deemed given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States Postal Service. Such mailing shall be by first class mail.

5.12 Adjourned Meetings. A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn such meeting to another time and place. Notice of any adjourned meeting of the Board shall be given to all Directors whether or not present at the time of the adjournment. Any business may be transacted at any adjourned meeting that might have been transacted at the meeting as originally called.

5.13 Waivers of Notice of Meetings. Anything in these By-laws or in any resolution adopted by the Board to the contrary notwithstanding, notice of any meeting of the Board need not be given to any Director who submits a signed waiver of such notice, whteher before or after such meeting, or who attends such meeting without protesting, prior thereto or at its commencement, the lack of notice to her.

5.14 Organization. The Board shall elect from amongst itself a Chairperson, a Vice-Chairperson and a Treasurer. The Board shall appoint a delegate from the Board of Trustees to the position of Treasurer. The Executive Director or his assistant shall act as Secretary at each meeting unless another Secretary is designated by the Chairperson. At each meeting of the Board, the Chairperson shall preside except that, in the absence of the Chairperson, the Vice-Chairperson shall perform the duties and exercise the powers of the Chairperson. The Secretary as designated by the Board shall act as Secretary at such meeting; and in the absence from any such meeting of a Secretary, the person presiding at the meeting may appoint any person to act as Secretary of the meeting.

5.15 Quorum. Unless a greater proportion is requried by law or by the Articles of Incorporation, a quorum for the transaction of business or of any specified item of business at any meeting of the Board (i) in case and at any time that the Board shall consist of fifteen (15) or fewer directors, shall be at least one half of the entire number of Directors, and (ii) in case and at any time that the Board shall consist of more than fifteen (15) Directors, shall be at least five (5) Directors plus one additional Director for every ten (10) Directors (or fraction of that number) in excess of fifteen (15).

5.16 Action of the Board. All corporate action taken by the Board shall be taken at a meeting of the Board. Except as otherwise provided by the Articles of Incorporation or by law, the vote of a majority of Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

5.17 Meetings by Telecommunication. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or simlar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

5.18 Special Term of the Chairperson. In order to preserve continuity of the Board from year to year, a Director from the previous Board shall remain as a non-voting ex-officio Director of the Corporation for up to three months following the end of her term. The Board may at any time within the above restraints terminate such person's directorship with or without cause.

ARTICLE 6

EXECUTIVE COMMITTEE AND OTHER COMMITTEES

6.1 Executive Committee. The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee. The Executive Committee shall consist of the elected officers of the Board namely, the Chairperson, the Vice-Chairperson, the Secretary, the Treasurer and one other Director appointed by the Chairperson. The Executive Committee shall be charged with the responsibility of directly overseeing the Executive Director and his staff. The Executive Committee shall provide that the will and decisions of the Board are executed by the Executive Director and his staff. The Executive Committee shall exercise all of the powers of the

Board of Directors between meetings of said Board, except as limited by the Board. The Executive Committee shall be authorized to make decisions and any such decisions shall be considered decisions of the Board until such time that the Board next meets. The Executive Committee shall report to the Board.

6.2 Meeting of Executive Committee. The Executive Committee shall meet as needed, or at the request of the Board. Three members of the Executive Committee including the Chairperson or Vice-Chairperson and at least one other member of the Executive Committee shall be considered a quorum.

6.3 Standing Committees. The Board, by resolution adopted by a majority of the entire Board, may designate from among its members standing committees, each consisting of three (3) or more Directors, and each of which, to the extent provided in the resolution, shall have all the authority to act on behalf of the Board, except that no such committee shall have authority as to the following matters:

6.3.1 The submission to Members of any matter that needs Members' approval;

6.3.2 The filling of vacancies in the Board or in any committee;

6.3.3 The fixing of reimbursement for reasonable expenses incurred or the compensation of the Directors for serving on the Board or on any committee;

6.3.4 The amendment or repeal of the By-laws, or the adoption of new By-laws; or

6.3.5 The amendment or repeal of any resolution of the Board which includes among its terms a provision that is not amenable or repealable.

6.4 Special Committees. The Board may also designate from time to time from among its members special committees of the Board to perform special functions in carrying on the work of the Corporation. Special committees shall have only the lawful powers specifically delegated to them by the Board, except that no such committee shall have powers which are not authorized for any standing committees of the Corporation.

6.5 General. Any committee designated by the Board pursuant to Sections 6.1, 6.3 or 6.4 of the By-laws, and each of the members and alternate members thereof, shall serve at the pleasure of the Board. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee. Any committee may adopt such rules and regulations, not inconsistent with the Articles of Incorporation or the By-laws or applicable laws or the resolution of the Board designating such committee, as it may deem proper for the conduct of its meetings and the exercise by it of the authority of the Board conferred upon such committee by the resolution of the Board designating such committee.

ARTICLE 7

OFFICERS

7.1 Officers. The Board shall elect or appoint an Executive Director, and may elect or appoint one or more Associate Directors and other such officers to the Corporation as it may determine. The officers are limited to one year terms in their respective offices. Their term of office shall begin immediately following their election or appointment. Officers may not serve more than three (3) consecutive terms in any single office. Any two or more offices may be held by the same person, except the office of Executive Director. The Board may use descriptive words or phrases to designate the standing, seniority or area of special competence of the Associate Directors elected or appointed by it. Each officer shall hold office for the term for which she is elected or appointed, and until her successor shall have been elected or appointed and qualified or until her death, her resignation or her removal in the manner provided in Section 7.2 of the By-laws. All officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided in the By-laws or as the Board may from time to time determine.

7.2 Removal of Officers. Any officer elected or appointed by the Board may be removed by majority vote of the entire Board with or without cause. All Board members must be present at a meeting called

for the removal of an officer. The removal of an officer without cause shall be without prejudice to her contract rights, if any. The election or appointment of an officer shall not of itself create contract rights.

7.3 Resignations. Any officer may resign at any time in writing by notifying the Chairperson of the Board or the Executive Director. Such resignation shall take effect at the date of receipt of such notice or at such later time as is therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The resignation of an officer shall be without prejudice to the contract rights of the Corporation, if any.

7.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled for the unexpired portion of the term by the Board at any regular or special meeting of the Board.

7.5 Compensation. Salaries or other compensation of the officers may be fixed from time to time by the Board.

7.6 Executive Director. The Executive Director shall be the chief executive officer of the Corporation and shall have general supervision over all business of the Corporation, subject, however, to the control of the Board and of any duly authorized committee of Directors. The Executive Director shall, if present, preside at all meetings of the Members. He may preside at meetings of the Board if the Chairperson, or in the absence of the Chairperson, the Vice-Chairperson, so decides. He may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts and other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board or By-laws to some other office or agent of the Corporation, or shall be required by law otherwise to be signed or executed; and, in general, he shall perform all duties incident to the office of Executive Director and such other duties as from time to time may be assigned to him by the Board. The Board of Directors may assign a spending cap whereby expenditures exceeding such cap shall require the approval of the Executive Committee of the Board of Directors.

7.7 Associate Directors. At the request of the Executive Director, or in his absence, at the request of the Board, the Associate Directors shall (in such order as may be designated by the Board or in the absence of any such designation in order of seniority based on length of employment as an officer of the Corporation) perform all of the duties of the Executive Director and so acting shall have all the powers of and be subject to all restrictions upon the Executive Director. Any Associate Director may sign and execute in the name of the Corporation deeds, mortgages, contracts or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or By-laws to some other officer or agent of the Corporation, or shall be required by law otherwise to be signed or executed; and shall perform such other duties as from time to time may be assigned to her by the Board or by the Executive Director.

7.8 Secretary. The Secretary, if present, shall act as Secretary of all meetings of the Members and of the Board, and shall keep the minutes thereof in the proper book or books to be provided for that purpose; she shall see that all notices required to be given by the Corporation are duly given and served; she shall be the custodian of the seal of the Corporation and may seal with the seal of the Corporation or facsimile thereof, all documents the execution of which on behalf of the Corporation under its corporate seal is authorized in accordance with the provisions of the By-laws; she shall have charge of the books, records and papers of the Corporation relating to its organization and management as a Corporation, and shall see that the reports, statements and other documents required by law are properly kept and filed; and shall, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to her by the Board or the Executive Director.

7.9 Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds, securities and notes of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any sources whatsoever; deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these By-laws; against proper vouchers, cause for such funds to be disbursed by checks or drafts on the authorized depositories of the Corporation signed in such manner as shall be determined in accordance with any provisions of the By-laws, and be responsible for the accuracy of the amounts of all moneys so disbursed; regularly enter or cause to be entered adequate in books to be kept by her or under her direction full and

adequate accounts of all moneys received or paid by her for the account of the Corporation; have the right to require, from time to time, reports or statements giving such information as she may desire with respect to any and all financial transactions of the Corporation from the officers of agents transacting the same; render to the Executive Director or the Board, whenever the Executive Director or the Board, respectively, shall require her so to do, an account of the financial condition of the Corporation and of all her transactions as Treasurer; exhibit at all reasonable times her books of account and other records to any of the directors upon application at the office of the Corporation where such books and records are kept; and, in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her by the Board or the Executive Director.

7.10 Assistant Secretaries and Assistant Treasurers. Assistant Secretaries and Assistant Treasurers shall perform such duties as shall be assigned to them by the Secretary or by the Treasurer, respectively, or by the Board or by the Executive Director.

ARTICLE 8

GRANTS, CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

8.1 Grants. The making of grants and contributions and otherwise rendering financial assistance for the purpose of the Corporation, may be authorized by the Board. The Board may authorize any officer or officers, agent or agents, in the name and behalf of the Corporation to make any such grants, contributions or assistance.

8.2 Execution of Contracts. The Board may authorize any officer, employee or agent, in the name and on behalf of the Corporation, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited.

8.3 Loans. The Executive Director or any other officer, employee or agent authorized by the By-laws or by the Board may effect loans and advances at any time for the Corporation from any bank, trust company or other institutions or from any firm, corporation or individual and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidence of indebtedness of the Corporation, and when authorized so to do may pledge and hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board may be general or confined to specific instances or otherwise limited.

8.4 Checks, Drafts, etc. All checks, drafts and other orders for the payment of money out of the funds of the Corporation and all notes or other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board.

8.5 Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies or other depositories as the Board may select or as may be selected by an officer, employee or agent of the Corporation to whom such power may from time to time be delegated by the Board.

ARTICLE 9

INDEMNIFICATION

9.1 The Corporation shall indemnify any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that she is or was a Director or officer of the Corporation, against all reasonable expenses, including attorneys' fees, actually and necessarily incurred by her in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, and including the cost of court approved settlements, to the fullest extent and in the manner set forth in and permitted by the Non-Profit Corporation Law and any other applicable law, as from time to time is in effect; provided that the Corporation determines that said Director or officer (a) was acting in her official capacity as Director or officer of the Corporation, (b) conducted herself in good faith, (c) reasonably believed that her conduct was in the best interests of the Corporation, and (d) had no reasonable cause to believe that her conduct was unlawful. Said determination shall be made in accordance with the applicable Non-Profit Law. Such right of indemnification shall not be deemed

exclusive of any other rights to which such director or officer may be entitled apart from the foregoing provisions.

9.2 The Board, in its discretion, shall have the power on behalf of the Corporation to indemnify any person, other than a Director or officer, made a party to any action, suit or proceeding by reason of the fact that her testator or intestate, is or was an employee of the Corporation.

9.3 The Board in its discretion shall have the power to purchase and maintain insurance.

ARTICLE 10

FEES, DUES AND ASSESSMENTS

10.1 Fees, Dues and Assessments. The Board shall have the power, from time to time in its discretion, to fix admission fees, annual dues and special assessments, provided, however, that if such fees, dues and special assessments are in different amounts for different classes of Members, the amounts payable by all Members of one class shall be determined on the same basis.

10.2 When Payable. Notice shall be sent promptly to all affected persons of any admission fees, annual dues or special assessments so imposed. Members who fail to pay their dues, subscriptions or assessments within thirty (30) days from the time they become due shall be notified by the Secretary, and if payment is not made within the next succeeding thirty (30) days, shall be reported to the Board as in arrears, and if so ordered by the Board shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

ARTICLE 11

BOOKS AND RECORDS

11.1 Books and Records. The Corporation shall keep, at the office of the Corporation, correct and complete books and records of account and shall keep minutes of the proceedings of the Members, Board, Executive Committee and standing committees, if any. Any of the foregoing books, minutes or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

11.2 Inspection of Books and Records. Except as otherwise provided by law, the Board shall determine from time to time whether, and, if allowed, when and under what conditions and regulations, the account, books, minutes and other records of the Corporation, or any of them, shall be open to the inspection of the Members.

ARTICLE 12

SEAL

The Board may adopt a seal which shall be in the form of a circle and shall bear the full name of the Corporation and the year of its incorporation.

ARTICLE 13

FISCAL YEAR

The fiscal year of the Corporation shall be determined, and may be changed, by resolution of the Board. The initial fiscal year will be July 1 - June 30.

ARTICLE 14

VOTING OF SHARES HELD

Unless otherwise provided by resolution of the Board, the Board may, from time to time, appoint one or more attorneys or agents of the Corporation, in the name and on behalf of the Corporation, to cast the

votes which the Corporation may be entitled to cast as a shareholder or otherwise in any other corporation, any of whose shares or securities may be held by the Corporation, at meetings of the holders of the shares or other securities of such other corporation, to consent in writing to any action, by any such other corporation, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed on behalf of the Corporation and under its corporate seal, or otherwise, such written proxies, consent, waivers or other instruments as she may deem necessary or proper in the premises; or the Executive Director may himself attend any meeting of the holders of the shares or other securities of any such other corporation and thereat vote or exercise any or all other powers of the Corporation as the holder of such shares or other securities of such other corporation.

ARTICLE 15

AMENDMENTS

The By-laws may be altered, amended, supplemented or repealed, or new By-laws may be adopted, by the vote of the Members at the time entitled to vote in the election of Directors. Except as may be otherwise provided in a By-law adopted by the members, the By-laws may be altered, amended, supplemented or repealed, or new By-laws may be adopted, by the Board, provided that a vote of a majority of the entire Board shall be required to charge the number of authorized Directors. If any By-law regulating an impending election of Directors is adopted, altered, amended, supplemented or repealed by the Board, such By-law shall be set forth in the notice of the next meeting of the Members for the election of Directors, together with a concise statement of the changes made. Any By-laws adopted, altered, amended or supplemented by the Board may be altered, amended, supplemented or repealed by the Members entitled to vote thereon, but the Board shall have no power to alter, amend, supplement or repeal any By-law adopted, altered, amended or supplemented by vote of the Members.

ARTICLE 16

CHAPTERS

16.1 Qualifications. Chapters may be started by an individual or a station. If a station is starting a chapter, there must be a specific person or station position that will act as the individual responsible for starting the chapter.

16.2 Applications. Individuals wishing to start a Chapter must submit an application to the Board of Directors. The application must include a resumé of the individual starting the Chapter, an agenda for the Chapter, a list of other individuals or stations that will be supporting the project and geographical boundaries of the area the Chapter will cover.

16.3 Board Approval. Approval of applications shall be based on qualifications of the individual submitting application and on geographical considerations. Membership criteria may not restrict admission on the basis of race, gender, sexual orientation, national origin, ethnicity or handicap status.

16.4 Geographical Jurisdiction. Chapters approved by the Board shall have jurisdiction over a specific geographical area. The Board may at any time, shift, change or revoke that jurisdiction.

16.5 Corporate Recognition. Approval of an application for a Chapter will signify that the Corporation officially recognizes the Chapter. Recognition signifies that the Chapter president or any agent of his or her selection may act as an agent of the Corporation for the following activities: to organize regional conferences; to organize regional program cooperation and exchanges, to solicit, compile and/or submit articles to *College Broadcaster*; to organize exchange training programs; and to organize local cooperative actions to pool their resources.

16.6 Finances. Chapters, once recognized by the Corporation, will receive from the Corporation five dollars ($5) per year per Station Membership and one dollar ($1) per year per Individual Membership that falls within the chapter's jurisdiction. These funds will cover costs incidental to maintaining a Chapter. Chapters will be responsible for their own fundraising for specific events or activities such as publishing a newsletter or organizing a regional conference.

16.7 Requirements. Chapters must maintain at least three (3) Station Members. Chapters must submit one report each semester. Reports must include a list of activities that the Chapter has organized as well as a list of activities planned for the next semester. Chapters must submit one article per year to *College Broadcaster*. Chapters must meet at least once per year. Chapters must be led by an individual or board democratically elected by its members.

16.8 Organization. Chapters will be run by an individual or a board of individuals selected by the Members within each Chapter's jurisdiction. If it is an individual that runs the Chapter, that individual will be the Chief Executive Officer ("CEO") of the Chapter. If it is a board that runs the Chapter, the board will elect amongst itself an individual to be the chairperson and CEO. The CEO of the Chapter will be the Chapter's representative to the Corporation's Board of Directors. Chapters will officially be based at the school or station where the CEO of the Chapter resides, works or attends. The Chapter, however, may elect to keep its mailing address and telephone number constant.

16.9 Start-up. During its first year, the Chapter will be run by the individual who submits and has approved an application to start a Chapter. Within one year of the date of approval, the individual must organize democratic management elections amongst the Members of his or her chapter.

ARTICLE 17

DISSOLUTION

17.1 Declaration of Dissolution. The Corporation may only be dissolved or declared dissolved by unanimous resolution of the Board. Such declaration shall not be less than sixty (60) days before the actual dissolution of the Corporation. Upon declaration of dissolution of the Corporation, notice shall be sent to all Members stating the reason or reasons for such dissolution. Said notice shall be given not less than sixty (60) days before the actual dissolution of the Corporation and shall include a complete financial report listing all of the Corporation's assets including subsidiaries and all of the Corporation's liabilities, current or pending, and said notice shall be deemed given when placed in the custody of a United States Postal worker with first class postage affixed.

17.2 Financial Settlement. The Board shall ensure that all accounts are settled before the Corporation is dissolved. Any assets that shall remain after all accounts have been settled shall be donated to any non-profit corporation or may be given to several non-profit corporations of the Board's selection.

ARTICLE 18

ADOPTION

The By-laws shall become effective upon adoption by the Board of Directors of The National Association of College Broadcasters at a special meeting called for the purpose of adoption. Notice of this meeting with a copy of the By-laws shall be sent to all Directors and Chapters of The National Association of College Broadcasters and individual members not associated with a Chapter, if any, at least one (1) week before this meeting date.

ARTICLE 19

OTHER PROCEDURES

All procedures not covered by these By-laws shall be governed by the latest edition of Roberts Rules of Order.